

Estimated Hearing Date: February 15, 2019 at 9:30 a.m. (Atlantic Standard Time)

Objection Deadline: December 6, 2018 at 4:00 p.m. (Atlantic Standard Time)

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,  
  
Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

**Re: ECF Nos. 1063, 1150, 1715,  
3269**

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND  
TRANSPORTATION AUTHORITY (“HTA”),  
  
Debtor.

PROMESA

Title III

No. 17 BK 3567-LTS

**SUMMARY OF FOURTH INTERIM APPLICATION OF O’MELVENY & MYERS LLP  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE PUERTO RICO FISCAL  
AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR THE PERIOD FROM  
JUNE 1, 2018 THROUGH SEPTEMBER 30, 2018**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

Name of Applicant: O'Melveny & Myers LLP

Authorized to Provide Professional Services to: Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF") as the entity authorized to act on behalf of the Commonwealth of Puerto Rico

Period for which compensation and reimbursement are sought: June 1, 2018 through September 30, 2018

Amount of Compensation sought as actual, reasonable, and necessary: \$54,282.40

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$1,225.20

This is a(n): ☐ monthly ☒ interim ☐ final application

- Blended Rate in this application for attorneys: \$794/hr
- Blended Rate in this application for all timekeepers: \$700/hr

**Prior Monthly Fee Statements Filed:**

<b>Compensation Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>
May 21, 2017 - May 31, 2017	\$126,501.60	None.
June 1, 2017 - June 30, 2017	\$560,943.36	\$8,141.88
July 1, 2017 - July 31, 2017	\$778,916.62	\$31,702.26
August 1, 2017 - August 31, 2017	\$436,882.81	\$25,743.41
September 1, 2017 - September 30, 2017	\$127,555.42	\$1,945.58
October 1, 2017 - October 31, 2017	\$68,365.17	\$794.84
November 1, 2017 - November 30, 2017	\$70,728.57	\$41.90
December 1, 2017 - December 31, 2017	\$48,669.61	\$5.20
January 1, 2018 - January 31, 2018	\$185,536.05	\$2,005.95
February 1, 2018 - February 28, 2018	\$38,152.78	\$247.40
March 1, 2018 - March 31, 2018	\$38,537.81	\$25.60
April 1, 2018 - April 30, 2018	\$56,110.68	\$12.50
May 1, 2018 - May 31, 2018	\$33,298.81	\$165.60
June 1, 2018 - June 30, 2018	\$19,837.78	\$2.30
July 1, 2018 - July 31, 2018	\$17,164.11	\$8.00
August 1, 2018 - August 31, 2018	\$10,855.80	\$89.90
September 1, 2018 - September 30, 2018	\$16,715.27	\$1,125.00
<b>TOTAL INCURRED:</b>	<b>\$2,634,772.25</b>	<b>\$72,057.32</b>

**Payments Made to Date:<sup>2</sup>**

<b>Compensation Period</b>	<b>Fees Paid</b>	<b>Expenses Paid</b>
May 5, 2017 - May 31, 2017	\$113,851.44	None.
June 1, 2017 - June 30, 2017	\$504,849.02	\$8,141.88
July 1, 2017 - July 31, 2017	\$701,024.96	\$31,702.26
August 1, 2017 - August 31, 2017	\$393,194.53	\$25,743.41
September 1, 2017 - September 30, 2017	\$114,799.88	\$1,945.58
October 1, 2017 - October 31, 2017	\$61,528.65	\$794.84
November 1, 2017 - November 30, 2017	\$63,655.71	\$41.90
December 1, 2017 - December 31, 2017	\$43,802.65	\$5.20
January 1, 2018 - January 31, 2018	\$166,982.45	\$2,005.95
February 1, 2018 - February 28, 2018	\$38,152.78	\$247.40
March 1, 2018 - March 31, 2018	\$38,537.81	\$25.60
April 1, 2018 - April 30, 2018	\$56,110.68	\$12.50
May 1, 2018 - May 31, 2018	\$33,298.81	\$165.60
<b>TOTAL PAID:</b>	<b>\$2,329,789.37</b>	<b>\$70,832.12</b>

<sup>2</sup> This payment chart does not include any holdback amounts paid to date.

**TABLE OF SCHEDULES AND EXHIBITS**

Schedule A - List and Summary of Hours by Professional

Schedule B - Summary of Hours and Compensation by Matter Code

Schedule C - Expense Summary

Schedule D - Customary and Comparable Disclosures

Exhibit A - Attorney Certification

Exhibit B - Detailed Time and Expense Records

**Schedule A**

**LIST AND SUMMARY OF HOURS AND COMPENSATION BY PROFESSIONAL<sup>3</sup>**

<b>Name</b>	<b>Title or Position</b>	<b>Hourly Rate Billed in this Application</b>	<b>Hours Billed in this Application</b>	<b>Total Compensation</b>
<b>AMALIA Y. SAX-BOLDER</b>	Associate	\$624.75	22.6	\$14,119.39
<b>ASHLEY PAVEL</b>	Counsel	\$692.75	10.4	\$7,204.63
<b>DIANA M. PEREZ</b>	Counsel	\$739.50	4.5	\$3,327.75
<b>MICHAEL F. LOTITO</b>	Counsel	\$709.75	24.5	\$17,388.93
<b>SUZZANNE UHLAND</b>	Partner	\$1,062.50	8.6	\$9,137.50
<b>VALERIE SMITH</b>	Counsel	\$705.50	4.4	\$3,104.20
<b>TOTAL</b>			<b>75.0</b>	<b>\$54,282.40</b>

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<sup>3</sup> Prior to the submission of this Interim Fee Application, OMM has voluntarily wrote off 23.6 hours and \$16,769.71 in fees incurred by all timekeepers billing less than 4 hours during this Compensation Period.

**Schedule B**

**SUMMARY OF HOURS AND COMPENSATION BY MATTER CODE**

<b>Task Code</b>	<b>Total Billed Hours</b>	<b>Total Amount</b>
<b>ASSET ANALYSIS AND RECOVERY</b>	3.0	\$2,537.25
<b>ASSET DISPOSITION</b>	14.1	\$10,698.97
<b>ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS</b>	3.3	\$2,683.88
<b>BUSINESS OPERATIONS</b>	6.2	\$4,516.48
<b>CASE ADMINISTRATION</b>	5.7	\$4,144.61
<b>CLAIMS ADMINISTRATION AND OBJECTIONS</b>	0.2	\$147.90
<b>CORPORATE GOVERNANCE AND BOARD MATTERS</b>	22.4	\$15,369.74
<b>FEE APPLICATIONS</b>	0.7	\$288.58
<b>LITIGATION</b>	11.9	\$7,713.36
<b>MEDIATION</b>	5.4	\$3,679.24
<b>PLAN OF ADJUSTMENT</b>	10.7	\$8,087.35
<b>RELIEF FROM STAY AND ADEQUATE PROTECTION</b>	5.2	\$3,801.63
<b>PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &amp; TRANSPORTATION AUTHORITY, ET AL.</b>	9.8	\$7,383.12
<b>SUBTOTAL</b>	<b>98.6</b>	<b>\$71,052.11</b>
<b>LESS ADJUSTMENTS FOR TRANSITORY TIMEKEEPERS<sup>4</sup></b>	<b>(23.6)</b>	<b>(\$16,769.71)</b>
<b>GRAND TOTAL</b>	<b>75.0</b>	<b>\$54,282.40</b>

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<sup>4</sup> See footnote 4.

**Schedule C**

**EXPENSE SUMMARY**

<b>Category</b>	<b>Amount</b>
Printing	\$95.90
Online Research	\$4.30
Other Professional Services	\$1,125.00
<b>Grand Total</b>	<b>\$1,225.20</b>

**Schedule D**

**CUSTOMARY AND COMPARABLE DISCLOSURES**

<b>Category of Timekeeper</b>	<b>Blended Hourly Rate</b>	
	<b>Billed OMM's Domestic Offices for FY2018 (Excluding Restructuring Matters)</b>	<b>Billed This Case During the Compensation Period</b>
Partner	1,030	960
Counsel/Associate	659	628
Paralegal/Other	281	249
Aggregated	738	700



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THE FINANCIAL OVERSIGHT AND  
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as representative of

PUERTO RICO HIGHWAYS AND  
TRANSPORTATION AUTHORITY (“HTA”),

Debtor.

PROMESA

Title III

No. 17 BK 3567-LTS

**FOURTH INTERIM APPLICATION OF O’MELVENY & MYERS LLP FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE PUERTO RICO FISCAL  
AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR THE PERIOD FROM  
JUNE 1, 2018 THROUGH SEPTEMBER 30, 2018**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

O'Melveny & Myers LLP ("OMM"), as counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF") as the entity authorized to act on behalf of the Commonwealth of Puerto Rico, the Puerto Rico Sales Tax Financing Corporation, the Puerto Rico Highways and Transportation Authority, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, the Puerto Rico Electric Power Authority (collectively, the "Debtors"), and certain other public corporations and instrumentalities of the Government of Puerto Rico, pursuant to the authority granted to it under the *Enabling Act of the Fiscal Agency and Financial Advisory Authority, Act 2-2017*, makes its fourth interim application (this "Application") for allowance of compensation, under sections 316 and 317 of PROMESA, of \$54,282.40 and reimbursement of expenses of \$1,225.20 for the period from February 1, 2018 through May 31, 2018 (the "Compensation Period") in accordance with the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated November 8, 2017 [ECF No. 1150], as amended [ECF Nos. 1715, 3269] (the "Interim Compensation Order") and the *Memorandum regarding Fee Review – Timeline and Process*, dated November 10, 2017, (the "Fee Examiner Guidelines"). In support of this Application, OMM respectfully states as follows:

### **BACKGROUND**

1. On May 3, 2017, the Commonwealth of Puerto Rico (the "Commonwealth"), by and through the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"), as the Commonwealth's representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

2. On May 5, 2017, the Puerto Rico Sales Tax Financing Corporation (“COFINA”), by and through the Oversight Board, as COFINA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

3. On May 21, 2017, the Puerto Rico Highways and Transportation Authority (“HTA”), by and through the Oversight Board, as HTA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

4. On May 21, 2017, the Employees Retirement System for the Commonwealth of Puerto Rico (“ERS”), by and through the Oversight Board, as ERS’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

5. On July 3, 2017, the Puerto Rico Electric Power Authority (“PREPA”), by and through the Oversight Board, as PREPA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

6. Through Orders of this Court, the Commonwealth, COFINA, HTA, ERS, and PREPA Title III Cases (together, the “Title III Cases”) are jointly administered for procedural purposes only, pursuant to PROMESA section 304(g) and Bankruptcy Rule 1015 [ECF Nos. 242, 537, 1417].

7. On October 6, 2017, the Court entered the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(a) Appointing a Fee Examiner and Related Relief* [ECF No. 1416], which appointed Brady Williamson of Godfrey & Kahn, S.C. to serve as Fee Examiner in the Title III Cases. To date, OMM has worked cooperatively with the Fee Examiner to ensure that AAFAF is provided with cost-effective and efficient services.

8. On December 15, 2017, OMM filed the *First Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of*

*Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From May 3, 2017 through September 30, 2017* [ECF No. 2065] for matters related to the HTA Title III matter (“OMM HTA First Interim Fee Application”) seeking compensation in the amount of \$2,028,863.49, and reimbursement of expenses in the amount of \$67,533.13.

9. Pursuant to the *Fee Examiner’s Initial Report*, filed on March 1, 2018 (the “Initial Report”), the Fee Examiner recommended approval for \$2,028,863.49 in fees and \$67,533.13 in expenses in connection with the OMM HTA First Interim Fee Application [ECF No. 2645]. On March 7, 2018, such fees and expenses were approved pursuant to the *Omnibus Order Award Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First Interim Compensation Period from May 3, 2017 through September 30, 2017* [ECF No. 2685] (the “First Omnibus Compensation Order”).

10. On March 19, 2018, OMM filed the *Second Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From October 1, 2017 through January 31, 2018* [ECF No. 2761] for matters related to the HTA Title III matter (“OMM HTA Second Interim Fee Application”) seeking compensation in the amount of \$373,329.40, and reimbursement of expenses in the amount of \$2,847.89.

11. Pursuant to the *Fee Examiner’s Second Report on Professional Fees and Expenses (October 1, 2017–January 31, 2018)*, filed on May 30, 2018 (the “Second Report”), the Fee Examiner recommended approval for \$323,511.03 in fees and \$1,552.83 in expenses in connection with the OMM HTA Second Interim Fee Application [ECF No. 3193]. On June 8, 2018, such fees and expenses were approved pursuant to the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First*

*Interim Compensation Period from October 1, 2017 through January 31, 2018* [ECF No. 3279] (the “Second Omnibus Compensation Order”).

12. On July 16, 2018, OMM filed the *Third Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From February 1, 2018 through May 31, 2018* [ECF No. 3579] for matters related to the HTA Title III matter (“OMM HTA Third Interim Fee Application”) seeking compensation in the amount of \$155,651.42, and reimbursement of expenses in the amount of \$451.10.

13. This application seeks allowance of compensation and reimbursement of expenses incurred by OMM solely in connection with the HTA related matters described below.

#### **COMPENSATION REQUESTED BY OMM**

14. During the Compensation Period, OMM executed (i) an engagement letter with AAFAF and the Puerto Rico Treasury Department for all work related to the pending Title III cases during Puerto Rico’s 2019 fiscal year (the “Title III Engagement Letter”), and (ii) a separate engagement letter with AAFAF for all work unrelated to the pending Title III cases during Puerto Rico’s 2019 fiscal year (the “Non-Title III Engagement Letter” and together with the Title III Engagement Letter, the “Engagement Letters”). OMM has also (i) agreed to be paid directly by the Government Development Bank (“GDB”) for all OMM work related to the GDB Title VI restructuring during Puerto Rico’s 2019 fiscal year,<sup>2</sup> and (ii) signed engagement letters with both the Puerto Rico Electric Power Authority (“PREPA”) and the Puerto Rico Aqueduct and Sewer Authority (“PRASA”) for services to be provided to these agencies during Puerto Rico’s 2019 fiscal year (hereinafter, the “PREPA Engagement Letter” and the “PRASA Engagement Letter”).

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<sup>2</sup> As a result of OMM’s agreement with GDB, OMM will no longer be including its invoices related to GDB work in its interim fee applications or monthly fee statements.

15. OMM's hourly rates are set at a level designed to compensate OMM fairly for the work of its attorneys and paraprofessionals and are disclosed in detail in the Engagement Letter. In light of the unique facts and circumstances of Puerto Rico's debt restructuring, OMM agreed to provide a 15% discount on all fees incurred under the Engagement Letters, which is reflected in all Monthly Fee Statements submitted during the Compensation Period.

16. OMM's rates are appropriate for complex corporate, securities, litigation, and restructuring matters, whether in court or otherwise. The rates and rate structure reflect that such complex matters typically involve great complexity, high stakes, and intense time pressures. OMM submits that the compensation requested is reasonable in light of the nature, extent, and value of such services provided to AAFAF.

17. During the Compensation Period, OMM did not receive any payments or promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between OMM and any other person, other than partners of the firm, for sharing of compensation to be received for services rendered in these cases.<sup>3</sup>

### **SUMMARY OF SERVICES**

18. The Compensation Period was an extremely busy and productive time for OMM in connection with both the Title III Cases and out-of-court restructuring efforts related to other entities and instrumentalities. Detailed descriptions of the specific services provided and the time expended performing such services are attached as **Exhibit B**, and a summary of the services

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<sup>3</sup> At AAFAF's request, OMM engaged contract attorneys to provide document review services in connection with certain litigation matters at discounted rates. The fees for such contract attorneys were billed to AAFAF at cost and disclosed in OMM's fee applications.

OMM provided during the Compensation Period is set forth below and in the summaries for each of the main invoice tasks codes.

***Achievement of COFINA Plan Support Agreement***

19. At the beginning of the Compensation Period, an agreement in principle (the “Agent Agreement”) was reached between the agents appointed by the Oversight Board to litigate the “Commonwealth-COFINA Dispute” regarding ownership of the sales and use taxes purportedly transferred by the Commonwealth to COFINA to secure repayment of certain COFINA indebtedness. OMM worked with AAFAF’s other professional advisors to analyze the Agent Agreement, present related recommendations to the Government of Puerto Rico, and prepare for the July mediation sessions that were scheduled to attempt to expand the Agent Agreement into an agreement on the terms of a COFINA plan of adjustment supported by COFINA’s key constituencies. With the invaluable assistance of the mediation panel, and after several weeks of intense, good faith mediation sessions in which OMM was a key participant, the mediation sessions resulted in an agreement in principle announced on August 8, 2018 on the high level terms of a COFINA plan of adjustment. OMM was also at the forefront of several weeks of in-person negotiation sessions that further expanded the August 8, 2018 agreement in principle into the COFINA Plan Support Agreement and accompanying plan term sheet signed on August 29, 2018 (the “COFINA PSA”) by the Oversight Board, AAFAF, COFINA, and key holders and insurers of COFINA’s outstanding bond debt. The COFINA PSA was subsequently amended on September 20, 2018 to include several additional large creditors as signatories.

20. Following execution of the COFINA PSA, OMM played a key role in preparation of the COFINA plan of adjustment (the “COFINA Plan”), the related disclosure statement, the motion to approve the Commonwealth-COFINA settlement incorporated into the COFINA PSA,

and the various other documents contemplated under the COFINA PSA (including a draft of new COFINA legislation required under the PSA and the indenture for the new bond debt contemplated under the COFINA Plan). These complex and voluminous documents were negotiated on a compressed time frame and filed by the deadlines set forth in the COFINA PSA.

21. If the transactions contemplated under the COFINA PSA and the COFINA Plan are implemented, COFINA's debt restructuring will represent a one-third reduction in the aggregate debt of COFINA and savings of \$17.5 billion in future debt service payments. The COFINA PSA also provides the framework for a historic consensual restructuring transaction, which will allow both COFINA and the Commonwealth to avoid the substantial costs and uncertainties associated with continued litigation in the absence of a consensual deal.

***Fiscal Plan***

22. During the Compensation Period, OMM also worked extensively with AAFAF and other government officials endeavoring to bridge the gap with the Oversight Board with respect to Fiscal Plan and Budget issues — and where agreement could not be reached, OMM worked with AAFAF to protect the important policy making functions of the Puerto Rico government. OMM worked extensively with AAFAF and its other professional advisors not only in preparation of the revised Fiscal Plan submitted to the Oversight Board on August 20, 2018 but also in connection with:

- Preparation and submission of a written statement to the U.S. Congress pursuant to section 205 of PROMESA regarding certain policy initiatives in the Oversight Board's June 29 Fiscal Plan.
- The filing an adversary complaint against the Oversight Board, each individual board member, and the Executive Director, challenging whether the Oversight Board has the authority to impose policy initiatives on the government through a fiscal plan and/or budget.
- Defense against the Oversight Board's motion to dismiss the adversary complaint on an expedited basis, including filing response and reply briefs.



- Preparation for and attendance at the hearing on motion to dismiss before Judge Swain on July 25, 2018.
- Preparation and filing of a motion requesting that the Court certify its order granting, in part, the Oversight Board's motion to dismiss.
- Preparation and filing of a petition with the United States Court of Appeals for the First Circuit requesting that the First Circuit accept an interlocutory appeal from the Court's order.
- Responding to extensive Rule 2004 discovery requests from creditors related to the fiscal plan.

### ***Financial Statements and Reporting Obligations***

23. During the Compensation Period, OMM reviewed and revised the Commonwealth's 2015 audited financial statements, which were publically released on June 30, 2018. As part of this process, O'Melveny updated the Management's Discussion and Analysis section, added analysis regarding the Commonwealth's going concern, uncertainties and liquidity risk, and updated the Subsequent Events note to include all material developments through June 29, 2018. These updates included a detailed description of PROMESA, the filing of the Title III cases and key developments therein, the status of key creditor litigation, and the developments related to consensual restructuring agreements under Title VI. OMM also continued to assist AAFAF on the monthly reports provided to the Oversight Board and uploaded to the creditor data room.

### ***Other Restructuring Efforts***

24. Finally, OMM successfully advanced the out-of-court restructuring efforts of several other entities and instrumentalities. For example, during the Compensation Period OMM:

- Analyzed potential restructuring transactions for the Puerto Rico Public Building Authority ("PBA"), continued discussions with two different ad hoc creditor groups regarding a potential forbearance agreement, and assisted PBA in responding to various due diligence inquiries from such groups.

- Negotiated a six month forbearance with an ad hoc group of University of Puerto Rico (“UPR”) bondholders, prepared for and attended mediation regarding the suspension of lump-sum payments to participants in UPR’s deferred compensation plan, and, following the successful completion of mediation, assisted in negotiating and finalizing a related settlement agreement; and
- Engaged in dialogue regarding potential loan modifications for the Puerto Rico Metropolitan Bus Authority and the General Services Administration and conferred with Scotia Bank regarding the same

25. As a result of all of these various work streams, OMM submits that the fees and expenses for which its seeks approval were reasonable and necessary. All fees were also billed at a 15% discount to OMM’s 2017 hourly rates.

26. Additionally, OMM has established subject matters categories (each, a “Matter Category”) for keeping time records of the work performed for the Debtors. The following is a summary, by Matter Category, of the professional services provided by OMM during the Compensation Period.<sup>4</sup>

**a) Case Administration**

27. This category includes all matters relating to general case administration and coordination, and assisting HTA in fulfilling its duties as debtor in possession, and serves as a general code for services performed that do not fit under any other specific code. During the Compensation Period, OMM attorneys reviewed proposed EMMA notices, prepared client summaries, responded to payment demands, and researched issues related to UCC filings.

**b) Corporate Governance and Board Matters**

28. This category includes all matters relating to corporate governance matters and communications with the FOMB. During the Compensation Period, OMM attorneys drafted a

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<sup>4</sup> Several of the matter categories do not appear in this summary because OMM did not bill a substantial amount of time under those categories during the Compensation Period. **Exhibit B** provides a complete summary of hours billed and total compensation requested by matter category.

written statement to the FOMB and U.S. Congress pursuant to section 205 of PROMESA regarding certain policy initiatives in the HTA fiscal plan. OMM attorneys also prepared materials for the HTA budget presentation and worked with local counsel to analyze outstanding fiscal plan and budget issues.

**c) Litigation**

29. This category includes analysis, preparation, and prosecution of adversary proceedings or other litigation. During the Compensation Period, OMM reviewed and analyzed various complaints filed against HTA, analyzed UCC filings, and researched various legal issues.

**d) *Peaje Investments, LLC v. Puerto Rico Highways & Transportation Authority***

30. This category includes all work done in connection with the Peaje-HTA adversary proceeding. During the Compensation Period, OMM attorneys reviewed and analyzed the First Circuit decision in the adversary proceeding, drafted memoranda regarding the impact of that decision, and formulated a going forward strategy regarding the adversary proceeding.

**e) Relief From Stay and Adequate Protection**

31. This category includes all matters relating to requests for relief from the automatic stay or for adequate protection, including assisting HTA to respond, defend, and settle such requests. During the Compensation Period, OMM analyzed the applicability of the automatic stay to pending federal and state litigation against HTA and responded to requests to lift the Title III Stay, either by motion or lift stay notice.

**f) Plan of Adjustment**

32. This category includes all work done in preparation for an eventual plan of adjustment for HTA. During the Compensation Period, OMM attorneys researched and drafted

memoranda regarding various issues related to HTA's plan of adjustment and prepared strategy memoranda and presentations for AAFAF regarding the same.

**ATTORNEY CERTIFICATION**

33. In accordance with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4), the undersigned has reviewed the requirements of Puerto Rico Local Bankruptcy Rule 2016-1(a)(4) and certifies to the best of his information, knowledge, and belief that this Application complies with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4). In this regard, and incorporated herein by reference, the *Certification of John J. Rapisardi* in accordance with the U.S. Trustee Guidelines is attached hereto as **Exhibit A**.

**NO PRIOR APPLICATION**

34. No prior application for the relief requested by this Application has been made to this or any other court.

**WHEREFORE**, OMM respectfully requests that the Court enter an order: (a) awarding OMM compensation for professional and paraprofessional services provided during the Compensation Period in the amount of \$54,282.40; (b) reimbursement of actual, reasonable and necessary expenses incurred in the Compensation Period in the amount of \$1,225.20; and (c) granting such other relief as is appropriate under the circumstances.

Dated: November 16, 2018  
New York, NY

Respectfully submitted,

/s/ John J. Rapisardi  
John J. Rapisardi  
Nancy Mitchell  
Suzanne Uhland  
(Admitted *Pro Hac Vice*)  
**O'MELVENY & MYERS LLP**  
7 Times Square  
New York, NY 10036  
Tel: (212) 326-2000  
Fax: (212) 326-2061

Peter Friedman  
(Admitted *Pro Hac Vice*)  
**O'MELVENY & MYERS LLP**  
1625 Eye Street, NW  
Washington, DC 20006  
Tel: (202) 383-5300  
Fax: (202) 383-5414

*Attorneys for the Puerto Rico Fiscal Agency  
and Financial Advisory Authority*

**Exhibit A**

**ATTORNEY CERTIFICATION**

**UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>5</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

**Re: ECF Nos. 1063, 1150, 1715,  
3269**

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND  
TRANSPORTATION AUTHORITY (“HTA”),

Debtor.

PROMESA

Title III

No. 17 BK 3567-LTS

**CERTIFICATION OF JOHN J. RAPISARDI PURSUANT TO PUERTO RICO LOCAL  
BANKRUPTCY RULE 2016-1(a)(4)**

<sup>5</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

John J. Rapisardi, under penalty of perjury, certifies as follows:

1. I am a partner with the law firm of O'Melveny & Myers LLP ("OMM"). I make this certification in accordance with Rule 2016-1(a)(4) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico (the "Local Rules") regarding the contents of applications for compensation and expenses.

2. I am familiar with the work performed by OMM for Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF"), acting for or on behalf of the Debtors.

3. I have read the *Fourth Interim Application of O'Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel to the Debtors for the Period From June 1, 2018 through September 30, 2018* (the "Application"), and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.

4. To the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the Fee Examiner Guidelines, PROMESA, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Interim Compensation Order, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the "Guidelines"), and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico.

Dated: November 16, 2018

/s/ John J. Rapisardi  
John J. Rapisardi



**Exhibit B**

**DETAILED TIME AND EXPENSE RECORDS**

Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

07/31/18  
 Invoice: 1008182  
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**HTA TITLE III**

For Professional Services Rendered Through June 30, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
<b>004 BUSINESS OPERATIONS</b>			
06/13/18	J BEISWENGER	EMAIL A. SAX-BOLDER RE: [REDACTED] [REDACTED]	0.1
<b>Total</b>	<b>004 BUSINESS OPERATIONS</b>		<b>0.1</b>
<b>005 CASE ADMINISTRATION</b>			
06/04/18	J TAYLOR	REVIEW PROPOSED HTA EMMA NOTICE RE: [REDACTED] [REDACTED]; CORRESPOND W/ S. TORRES RE: SAME.	0.1
06/26/18	J TAYLOR	RESEARCH RE: UCC FILINGS IN CONNECTION W/ [REDACTED]	0.5
06/28/18	J TAYLOR	CONFERENCE W/ L. SIZEMORE RE: [REDACTED] (.1); EMAIL S. UHLAND RE: SAME (.1); CORRESPOND W/ AAFAF RE: SAME (.1).	0.3
<b>Total</b>	<b>005 CASE ADMINISTRATION</b>		<b>0.9</b>
<b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>			
06/12/18	I BLUMBERG	UPDATE SECTION 205 LETTER RE: [REDACTED]	1.1
06/13/18	A SAX-BOLDER	DRAFT AND REVISE [REDACTED]	0.3
06/13/18	I BLUMBERG	UPDATE SECTION 205 LETTER RE: [REDACTED]	0.3
06/13/18	J BEISWENGER	REVIEW AND ANALYZE [REDACTED] MEMORANDUM (.1); EMAIL M. LOTITO RE: SAME (.1).	0.2
06/18/18	A SAX-BOLDER	ANALYZE [REDACTED] IN CONNECTION W/ [REDACTED] (1.1); REVISE HTA [REDACTED] TO REFLECT SAME (.1).	1.2
06/20/18	A SAX-BOLDER	DRAFT AND REVISE [REDACTED] (1.4); ANALYZE [REDACTED] IN CONNECTION W/ SAME (2.9); EMAIL W/ AAFAF RE: SAME (.1).	4.4
06/21/18	A SAX-BOLDER	EMAIL S. UHLAND AND A. SAX-BOLDER RE: [REDACTED] [REDACTED] (1); DRAFT AND REVISE [REDACTED] (.5).	0.6
06/22/18	A SAX-BOLDER	DRAFT AND REVISE [REDACTED] (.3); EXCHANGE EMAILS W/ ALVAREZ & MARSAL RE: SAME (.2).	0.5
06/25/18	A SAX-BOLDER	TELEPHONE CONFERENCE W/ A&M, S. UHLAND RE: [REDACTED] (.3); REVISE [REDACTED] LETTER TO REFLECT SAME (.8).	1.1
06/25/18	S UHLAND	REVIEW COMMENTS FOR M. YASSIN TO [REDACTED] (.3); TELEPHONE CONFERENCE W/ A&M, A. SAX-BOLDER RE: [REDACTED] (.3); FURTHER REVIEW AND [REDACTED] (.7).	1.3

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 By Mail: O'Melveny & Myers LLP - P.O. Box 894436, Los Angeles, CA 90189-4436  
 By Wire Transfer: Citibank, N.A., NY, ABA # 021000089, SWIFT: CITIUS33  
 Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224  
 Please include client/matter/invoice number and/or attorney name.



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

07/31/18  
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/27/18	A SAX-BOLDER	DRAFT REMARKS FOR [REDACTED] AT [REDACTED] (1.4); CONFERENCES W/ E. LAPUMA (A&M) AND THE A&M TEAM RE: SAME (.8); REVISE [REDACTED] AND CIRCULATE [REDACTED] (.3); CONFERENCE W/ A&M TEAM RE: ISSUES [REDACTED] [REDACTED] (.2).	2.7
<b>Total</b>	<b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>		<b>13.7</b>
<b>009 FEE APPLICATIONS</b>			
06/24/18	I BLUMBERG	PREPARE TEMPLATE AND COMPILE REFERENCES FOR THIRD INTERIM FEE APPLICATION.	0.7
<b>Total</b>	<b>009 FEE APPLICATIONS</b>		<b>0.7</b>
<b>012 LITIGATION</b>			
06/25/18	A SAX-BOLDER	ANALYZE COMPLAINT RE: [REDACTED] [REDACTED] (6); EMAIL M. LOTITO RE: SAME (.1).	0.7
06/25/18	M LOTITO	ANALYZE [REDACTED]	0.4
06/26/18	A SAX-BOLDER	CONFERENCE W/ C. RIVERO (MARINI), M. LOTITO RE: [REDACTED] [REDACTED] W/ SAME (.3); ANALYZE UCC FILINGS IN RESPONSE TO QUESTION FROM PROSKAUER RE: [REDACTED] [REDACTED] (1.1); DRAFT EMAIL TO M. LOTITO RE: [REDACTED] (.3); REVIEW DOCKET FOR RELEVANT INFORMATION RELATED TO [REDACTED] [REDACTED] RE: C [REDACTED] (.7); REVISE [REDACTED] (.7); PREPARE EXECUTION VERSION OF [REDACTED] (.5).	3.6
06/26/18	K GROTENRATH	RESEARCH [REDACTED] [REDACTED]	0.4
06/26/18	M LOTITO	REVIEW [REDACTED] [REDACTED] (2.1); CONFERENCE W/ C. RIVERO (MARINI) AND A. SAX-BOLDER RE: [REDACTED] IN CONNECTION W/ SAME (.3).	3.2
06/27/18	K GROTENRATH	RESEARCH [REDACTED] [REDACTED]	0.5
06/27/18	M LOTITO	CONTINUE ANALYSIS RE: [REDACTED]	0.9
<b>Total</b>	<b>012 LITIGATION</b>		<b>9.7</b>
<b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>			
06/01/18	D PEREZ	EMAILS W/ S. UHLAND, E. LAPUMA, AND C. COVER RE: [REDACTED] [REDACTED]	0.3
06/04/18	D PEREZ	EMAIL S. MA RE: [REDACTED]	0.1

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

07/31/18  
Invoice: 1008182  
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/05/18	D PEREZ	TELEPHONE CONFERENCE W/ P. POSSINGER, S. MA, M. ZERJAL, L. MARINI, AND C. RIVERO RE: [REDACTED] (.1); EMAILS W/ P. POSSINGER, N. MITCHELL, AND K. FINGER RE: SAME (.2).	0.3
06/11/18	D PEREZ	REVIEW [REDACTED].	0.2
06/20/18	D PEREZ	REVIEW [REDACTED] (.2); EMAILS W/ C. RIVERO AND J. VIGGIANO RE: SAME (.2).	0.4
<b>Total</b>	<b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>		<b>1.3</b>
<b>020 MEDIATION</b>			
06/08/18	G HOPLAMAZIAN	REVIEW DRAFT MEDIATION RESPONSES FROM ALVAREZ & MARSAL.	0.6
06/09/18	A PAVEL	EMAIL J. ROTH RE: REVISIONS TO HTA MEDIATION SUBMISSIONS.	0.2
06/09/18	S UHLAND	REVIEW AND REVISE MEDIATION RESPONSES TO CREDITOR QUESTIONS.	0.9
06/10/18	J ROTH	REVIEW AND COMMENT ON MEDIATION SUBMISSION.	1.7
06/10/18	A PAVEL	REVIEW AND COMMENT ON HTA MEDIATION SUBMISSIONS.	0.8
<b>Total</b>	<b>020 MEDIATION</b>		<b>4.2</b>
<b>Total Hours</b>			<b>30.6</b>
<b>Total Fees</b>			<b>19,837.78</b>

**Disbursements**

Copying	\$2.30
<b>Total Disbursements</b>	<b>\$2.30</b>
<b>Total Current Invoice</b>	<b>\$19,840.08</b>

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

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<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
06/21/18	E101	Lasertrak Printing - Sax-Bolder, Amalia Pages: 5	5.00	\$0.50
06/21/18	E101	Lasertrak Color Printing - Sax-Bolder, Amalia Pages: 4	4.00	0.40
06/21/18	E101	Lasertrak Printing - Sax-Bolder, Amalia Pages: 1	1.00	0.10
06/21/18	E101	Lasertrak Printing - Sax-Bolder, Amalia Pages: 1	1.00	0.10
06/21/18	E101	Lasertrak Color Printing - Sax-Bolder, Amalia Pages: 2	2.00	0.20
06/21/18	E101	Lasertrak Printing - Sax-Bolder, Amalia Pages: 1	1.00	0.10
06/21/18	E101	Lasertrak Color Printing - Sax-Bolder, Amalia Pages: 9	9.00	0.90
<b>Total for E101 - Lasertrak Printing</b>				<b>\$2.30</b>

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

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### Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<b>Attorneys</b>			
JENNIFER TAYLOR	765.00	0.9	688.50
SUZZANNE UHLAND	1,062.50	2.2	2,337.50
DIANA M. PEREZ	739.50	1.3	961.35
MICHAEL F. LOTITO	709.75	4.5	3,193.88
ASHLEY PAVEL	692.75	1.0	692.75
GARO HOPLAMAZIAN	709.75	0.6	425.85
JACOB T. BEISWENGER	646.00	0.3	193.80
AMALIA Y. SAX-BOLDER	624.75	15.1	9,433.75
IRENE BLUMBERG	412.25	2.1	865.74
JOSEPH L. ROTH	454.75	1.7	773.08
<b>Total for Attorneys</b>		<b>29.7</b>	<b>19,566.20</b>
<b>Paralegal/Litigation Support</b>			
KIMBERLY GROTENRATH	301.75	0.9	271.58
<b>Total for Paralegal/Litigation Support</b>		<b>0.9</b>	<b>271.58</b>
<b>Total</b>		<b>30.6</b>	<b>19,837.78</b>

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 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

07/31/18  
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## Task Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
JACOB T. BEISWENGER	Counsel	646.00	0.1	64.60
<b>Total for 004 BUSINESS OPERATIONS</b>			<b>0.1</b>	<b>64.60</b>
JENNIFER TAYLOR	Partner	765.00	0.9	688.50
<b>Total for 005 CASE ADMINISTRATION</b>			<b>0.9</b>	<b>688.50</b>
SUZZANNE UHLAND	Partner	1,062.50	1.3	1,381.25
JACOB T. BEISWENGER	Counsel	646.00	0.2	129.20
IRENE BLUMBERG	Associate	412.25	1.4	577.16
AMALIA Y. SAX-BOLDER	Associate	624.75	10.8	6,747.32
<b>Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>			<b>13.7</b>	<b>8,834.93</b>
IRENE BLUMBERG	Associate	412.25	0.7	288.58
<b>Total for 009 FEE APPLICATIONS</b>			<b>0.7</b>	<b>288.58</b>
MICHAEL F. LOTITO	Counsel	709.75	4.5	3,193.88
AMALIA Y. SAX-BOLDER	Associate	624.75	4.3	2,686.43
KIMBERLY GROTENRATH	Paralegal	301.75	0.9	271.58
<b>Total for 012 LITIGATION</b>			<b>9.7</b>	<b>6,151.89</b>
DIANA M. PEREZ	Counsel	739.50	1.3	961.35
<b>Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>			<b>1.3</b>	<b>961.35</b>
SUZZANNE UHLAND	Partner	1,062.50	0.9	956.25
ASHLEY PAVEL	Counsel	692.75	1.0	692.75
GARO HOPLAMAZIAN	Counsel	709.75	0.6	425.85
JOSEPH L. ROTH	Associate	454.75	1.7	773.08
<b>Total for 020 MEDIATION</b>			<b>4.2</b>	<b>2,847.93</b>

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

09/30/18  
 Invoice: 1013458  
 Page No. 2

**HTA TITLE III**

For Professional Services Rendered Through July 31, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
<b>002 ASSET DISPOSITION</b>			
07/12/18	S UHLAND	TELEPHONE CONFERENCE W/ M. LOTITO, M. DICONZA, COUNSEL FOR METROPISTAS RE: [REDACTED]	0.3
07/12/18	M DICONZA	EMAIL GIBSON DUNN RE: [REDACTED]	0.4
07/12/18	M LOTITO	TELEPHONE CONFERENCE W/ METROPISTAS TEAM AND S. UHLAND RE: [REDACTED] (.3); REVIEW PRECEDENT [REDACTED] (.6); REVIEW PRECEDENT [REDACTED] (.8); DRAFT [REDACTED] WITH METROPISTAS (2.8).	4.5
07/13/18	M LOTITO	REVISE AND EDIT DRAFTS OF [REDACTED] AND [REDACTED] W/ METROPISTAS.	2.0
07/15/18	S UHLAND	REVIEW AND REVISE HTA NDA AND [REDACTED]	0.4
07/15/18	M LOTITO	REVIEW COMMENTS FROM S. UHLAND TO [REDACTED] AND CONFIDENTIALITY AGREEMENT W/ METROPISTAS (.4); REVISE AND EDIT SAME (1.4).	1.8
07/17/18	M LOTITO	REVIEW [REDACTED]	0.7
07/18/18	N MITCHELL	REVIEW EMAIL FROM G. LORAN RE: [REDACTED]	0.1
07/26/18	M LOTITO	CONTINUE REVIEW OF [REDACTED]	3.1
<b>Total</b>	<b>002 ASSET DISPOSITION</b>		<b>13.3</b>
<b>004 BUSINESS OPERATIONS</b>			
07/12/18	S UHLAND	CONFERENCE W/ J. MALDONADO, E. LA PUMA RE: OPEN HTA MATTERS.	0.4
<b>Total</b>	<b>004 BUSINESS OPERATIONS</b>		<b>0.4</b>
<b>005 CASE ADMINISTRATION</b>			
07/02/18	J TAYLOR	REVIEW PROPOSED HTA EMMA NOTICES; CORRESPOND W/ S. TORRES RE: SAME.	0.1
07/03/18	J TAYLOR	REVIEW [REDACTED]	0.1
07/13/18	J TAYLOR	TELEPHONE CONFERENCE W/ L. SIZEMORE RE: [REDACTED]	0.1
<b>Total</b>	<b>005 CASE ADMINISTRATION</b>		<b>0.3</b>
<b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>			
07/10/18	S UHLAND	ANALYZE HTA [REDACTED] ISSUES.	1.7

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

09/30/18  
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 Page No. 3

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
07/17/18	A SAX-BOLDER	REVISE [REDACTED] LETTER.	0.7
07/18/18	A SAX-BOLDER	CONTINUE REVISION TO [REDACTED] LETTER (.2); ANALYZE REVISED [REDACTED] (.6); EXCHANGE EMAILS W/ A&M RE: SAME (.2); PREPARE EXECUTION VERSION OF [REDACTED] LETTER (.2).	1.2
07/23/18	S UHLAND	CONFERENCE W/ E. LAPUMA, G. LORAN RE: [REDACTED] [REDACTED].	0.6
07/23/18	N MITCHELL	REVIEW HTA MEMORANDUM RE: [REDACTED].	0.5
<b>Total</b>	<b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>		<b>4.7</b>
<b>012 LITIGATION</b>			
07/19/18	M LOTITO	RESPOND TO DILIGENCE INQUIRIES FROM PROSKAUER RE: SURETIES' ADVERSARY COMPLAINT.	0.9
07/19/18	B NEVE	EMAIL CORRESPONDENCE W/ A. PAVEL RE: [REDACTED] [REDACTED]	0.2
07/19/18	E MCKEEN	STRATEGIZE RE: [REDACTED].	0.6
07/23/18	M LOTITO	REVIEW DILIGENCE INQUIRY FROM J. ROCHE (PROSKAUER) RE: SURETIES' ADVERSARY COMPLAINT.	0.1
07/25/18	M LOTITO	CORRESPOND W/ L. LAPUMA (A&M) RE: PROSKAUER'S DILIGENCE INQUIRY ON SURETIES' ADVERSARY COMPLAINT.	0.3
07/26/18	M LOTITO	REVIEW ADVERSARY PROCEEDING DOCKET RE: SURETY LITIGATION (.2); CORRESPOND W/ L. LAPUMA (A&M) AND J. ROCHE (PROSKAUER) RE: DILIGENCE INQUIRY ON SAME (.2).	0.4
07/27/18	M LOTITO	CORRESPOND W/ E. LAPUMA (A&M) RE: DILIGENCE FOR ANSWER TO SURETIES' COMPLAINT.	0.1
07/31/18	M LOTITO	REVIEW CASE MANAGEMENT ORDER RE: AMENDED COMPLAINT (.1); CORRESPOND W/ L. LAPUMA (A&M) RE: SAME (.2); CORRESPOND W/ J. ROCHE (PROSKAUER) RE: SAME (.1).	0.4
<b>Total</b>	<b>012 LITIGATION</b>		<b>3.0</b>
<b>015 PLAN OF ADJUSTMENT</b>			
07/25/18	A PAVEL	EMAIL W/ J. ZUJKOWSKI RE: [REDACTED] ISSUES (.2); PREPARE BULLET POINT SUMMARY RE: SAME (.6).	0.8
07/30/18	A PAVEL	EMAIL W/ J. ZUJKOWSKI RE: LEGAL ISSUES FOR USE IN PLAN OF ADJUSTMENT SUMMARY.	0.3
<b>Total</b>	<b>015 PLAN OF ADJUSTMENT</b>		<b>1.1</b>
<b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>			
07/03/18	M LOTITO	REVIEW BRING-DOWN SEARCHES FOR UCC FINANCING STATEMENTS.	0.7
07/03/18	A SAX-BOLDER	ANALYZE BRING DOWN LIEN SEARCH.	0.2
07/03/18	D PEREZ	REVIEW NEW LIFT STAY NOTICES (.2); REVIEW LAS MONJAS STAY STIPULATION (.2).	0.4

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By Wire Transfer: Citibank, N.A., NY, ABA # 021000089, SWIFT: CITIUS33

Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224

Please include client/matter/invoice number and/or attorney name.



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

09/30/18  
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
07/05/18	D PEREZ	REVIEW NEW LIFT STAY NOTICES.	0.2
07/18/18	D PEREZ	REVIEW MARTAMI STAY MOTION (.2); REVIEW PONCE STIPULATION (.2).	0.4
07/19/18	D PEREZ	REVIEW INFORMATIVE MOTION AND EXTENSION MOTION RE: PONCE (.2); EMAILS W/ S. MA AND C. RIVERO RE: SAME (.2).	0.4
07/20/18	D PEREZ	EMAILS W/ K. FINGER RE: MARTAMI STAY MOTION (.1); REVIEW DRAFT JOINDER TO PONCE OBJECTION (.1).	0.2
07/26/18	D PEREZ	REVIEW PLAZA LAS AMERICAS STAY STIPULATION.	0.2
<b>Total</b>	<b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>		<b>2.7</b>

**020 MEDIATION**

07/19/18	G HOPLAMAZIAN	REVIEW MEDIATION DOCUMENTS IN RESPONSE TO CLIENT REQUEST.	0.3
07/24/18	A PAVEL	REVIEW AND COMMENT ON DOCUMENTS FOR DISCLOSURE IN MEDIATION.	1.1
07/27/18	A PAVEL	COMMUNICATE W/ P. KAST (ALVAREZ & MARSAL) RE: MEDIATION DOCUMENT PRODUCTION.	0.1

**Total 020 MEDIATION 1.5**

**Total Hours 27.0**

**Total Fees 20,496.55**

**Disbursements**

Copying \$7.00  
Online Research 1.00

**Total Disbursements \$8.00**

**Total Current Invoice \$20,504.55**

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09/30/18  
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<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
07/18/18	E101	Lasertrak Printing - Neve, Brett Pages: 15	15.00	\$1.50
07/18/18	E101	Lasertrak Color Printing - Neve, Brett Pages: 55	55.00	5.50
<b>Total for E101 - Lasertrak Printing</b>				<b>\$7.00</b>
06/26/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Michael Lotito; PRDC; SEARCH; LAST NAME: WESTERN SURETY COMPANY	1.00	\$0.10
06/26/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Michael Lotito; PRBK; IMAGE8-0; 18-00065-LTS DOCUMENT 8-0	7.00	0.70
06/26/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Michael Lotito; PRBK; DOCKET REPORT; 18-00065-LTS FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED	2.00	0.20
<b>Total for E106 - Online Research (Miscellaneous)</b>				<b>\$1.00</b>

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

09/30/18  
Invoice: 1013458  
Page No. 6

### Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<b>Attorneys</b>			
SUZZANNE UHLAND	1,062.50	3.4	3,612.50
NANCY MITCHELL	1,015.75	0.6	609.46
MARIA J. DICONZA	850.00	0.4	340.00
JENNIFER TAYLOR	765.00	0.3	229.50
ELIZABETH L. MCKEEN	807.50	0.6	484.50
GARO HOPLAMAZIAN	709.75	0.3	212.93
MICHAEL F. LOTITO	709.75	15.0	10,646.29
DIANA M. PEREZ	739.50	1.8	1,331.10
ASHLEY PAVEL	692.75	2.3	1,593.34
BRETT M. NEVE	624.75	0.2	124.95
AMALIA Y. SAX-BOLDER	624.75	2.1	1,311.98
<b>Total for Attorneys</b>		<b>27.0</b>	<b>20,496.55</b>
<b>Total</b>		<b>27.0</b>	<b>20,496.55</b>

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

09/30/18  
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### Task Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
NANCY MITCHELL	Partner	1,015.75	0.1	101.58
SUZZANNE UHLAND	Partner	1,062.50	0.7	743.75
MARIA J. DICONZA	Partner	850.00	0.4	340.00
MICHAEL F. LOTITO	Counsel	709.75	12.1	8,587.99
<b>Total for 002 ASSET DISPOSITION</b>			<b>13.3</b>	<b>9,773.32</b>
SUZZANNE UHLAND	Partner	1,062.50	0.4	425.00
<b>Total for 004 BUSINESS OPERATIONS</b>			<b>0.4</b>	<b>425.00</b>
JENNIFER TAYLOR	Partner	765.00	0.3	229.50
<b>Total for 005 CASE ADMINISTRATION</b>			<b>0.3</b>	<b>229.50</b>
NANCY MITCHELL	Partner	1,015.75	0.5	507.88
SUZZANNE UHLAND	Partner	1,062.50	2.3	2,443.75
AMALIA Y. SAX-BOLDER	Associate	624.75	1.9	1,187.03
<b>Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>			<b>4.7</b>	<b>4,138.66</b>
ELIZABETH L. MCKEEN	Partner	807.50	0.6	484.50
MICHAEL F. LOTITO	Counsel	709.75	2.2	1,561.47
BRETT M. NEVE	Associate	624.75	0.2	124.95
<b>Total for 012 LITIGATION</b>			<b>3.0</b>	<b>2,170.92</b>
ASHLEY PAVEL	Counsel	692.75	1.1	762.03
<b>Total for 015 PLAN OF ADJUSTMENT</b>			<b>1.1</b>	<b>762.03</b>
MICHAEL F. LOTITO	Counsel	709.75	0.7	496.83
DIANA M. PEREZ	Counsel	739.50	1.8	1,331.10
AMALIA Y. SAX-BOLDER	Associate	624.75	0.2	124.95
<b>Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>			<b>2.7</b>	<b>1,952.88</b>
ASHLEY PAVEL	Counsel	692.75	1.2	831.31
GARO HOPLAMAZIAN	Counsel	709.75	0.3	212.93
<b>Total for 020 MEDIATION</b>			<b>1.5</b>	<b>1,044.24</b>

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

10/24/18  
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### HTA TITLE III

For Professional Services Rendered Through August 31, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
<b>005 CASE ADMINISTRATION</b>			
08/03/18	J TAYLOR	REVIEW PROPOSED HTA EMMA NOTICES; CORRESPOND W/ C. MCCONNIE RE: SAME.	0.1
08/22/18	A SAX-BOLDER	CONFERENCE W/ E. LAPUMA RE: [REDACTED]	0.2
08/22/18	J TAYLOR	REVIEW PROPOSED EMMA NOTICES RE: MULTIPLE HTA BOND ISSUANCES (.3); CORRESPOND W/ S. UHLAND RE: SAME (.1).	0.4
08/24/18	J TAYLOR	REVIEW FISCAL PLAN RE: REQUIRED EMMA NOTICE (.6); CORRESPOND W/ ALVAREZ & MARSAL (.1).	0.7
08/27/18	J TAYLOR	REVISE EMMA NOTICE FOR MOSCOSO BRIDGE BONDS.	0.4
<b>Total</b>	<b>005 CASE ADMINISTRATION</b>		<b>1.8</b>
<b>015 PLAN OF ADJUSTMENT</b>			
08/07/18	A PAVEL	MEET W/ J. ROTH RE: POA RESEARCH.	0.6
08/07/18	J ROTH	MEET W/ A. PAVEL RE: POA RESEARCH MEMORANDA.	0.6
08/10/18	A PAVEL	REVIEW AND COMMENT ON LEGAL ISSUES SUMMARY IN POA ANALYSIS.	0.6
08/30/18	N MITCHELL	CONFERENCE W/ S. UHLAND, B. NEVE, P. FRIEDMAN, E. MCKEEN, M. DICONZA, M. LOTITO, AND J. ZUJKOWSKI RE: CASE MANAGEMENT AND STRATEGY.	0.9
08/30/18	S UHLAND	CONFERENCE W/ N. MITCHELL, P. FRIEDMAN, E. MCKEEN, M. DICONZA, J. ZUJKOWSKI, AND B. NEVE RE: CASE MANAGEMENT AND STRATEGY.	0.9
08/30/18	B NEVE	CONFERENCE W/ S. UHLAND, N. MITCHELL, P. FRIEDMAN, E. MCKEEN, M. DICONZA, M. LOTITO, AND J. ZUJKOWSKI RE: CASE MANAGEMENT AND STRATEGY.	0.9
08/30/18	E MCKEEN	CONFERENCE W/ N. MITCHELL, S. UHLAND, AND P. FRIEDMAN RE: STATUS AND STRATEGY FOR HTA.	0.9
08/30/18	P FRIEDMAN	MEET W/ N. MITCHELL AND S. UHLAND RE: TITLE III STRATEGY.	0.5
08/30/18	M LOTITO	CONFERENCE W/ S. UHLAND, N. MITCHELL, P. FRIEDMAN, E. MCKEEN, M. DICONZA, J. ZUJKOWSKI, AND B. NEVE RE: NEXT STEPS AND STRATEGY.	0.9
<b>Total</b>	<b>015 PLAN OF ADJUSTMENT</b>		<b>6.8</b>
<b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>			
08/01/18	D PEREZ	REVIEW MARTAMI EXTENSION OF TIME (.1); EMAILS W/ S. MA AND C. RIVERO RE: SAME (.1).	0.2
08/07/18	D PEREZ	REVIEW MARITAMI STAY STIPULATION.	0.2

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

10/24/18  
Invoice: 1015690  
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
08/08/18	D PEREZ	REVIEW MARITAMI EXTENSION OF TIME (.2); EMAILS W/ S. MA AND C. RIVERO RE: SAME (.1).	0.3
08/20/18	D PEREZ	REVIEW TORRUELLA STAY MOTION (.2); REVIEW FINCA MATILDE STAY STIPULATION (.2); REVIEW PASTOR MANDRY STIPULATION (.2).	0.6
08/21/18	D PEREZ	EMAILS W/ M. COMERFORD AND C. RIVERO RE: HTA STAY MOTIONS.	0.1
08/23/18	D PEREZ	REVIEW TALBOA STAY STIPULATION (.2); REVIEW VALDIVIESO STAY STIPULATION (.2).	0.4
08/27/18	D PEREZ	REVIEW REXACH HERMANOS STAY STIPULATION.	0.2
<b>Total</b>	<b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>		<b>2.0</b>
<b>Total Hours</b>			<b>10.6</b>
<b>Total Fees</b>			<b>8,165.97</b>

**Disbursements**

Copying	\$86.60
Online Research	3.30
<b>Total Disbursements</b>	<b>\$89.90</b>
<b>Total Current Invoice</b>	<b>\$8,255.87</b>

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 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

10/24/18  
 Invoice: 1015690  
 Page No. 4

<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
08/01/18	E101	Lasertrak Color Printing - Zujkowski, Joseph Pages: 180	180.00	\$18.00
08/01/18	E101	Lasertrak Color Printing - Zujkowski, Joseph Pages: 150	150.00	15.00
08/01/18	E101	Lasertrak Printing - Zujkowski, Joseph Pages: 270	270.00	27.00
08/01/18	E101	Lasertrak Printing - Zujkowski, Joseph Pages: 120	120.00	12.00
08/01/18	E101	Lasertrak Printing - Zujkowski, Joseph Pages: 144	144.00	14.40
08/01/18	E101	Lasertrak Printing - Zujkowski, Joseph Pages: 2	2.00	0.20
<b>Total for E101 - Lasertrak Color Printing</b>				<b>\$86.60</b>
07/19/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Michael Lotito; PRBK; DOCKET REPORT; 17-04156-ESL11 FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED	25.00	\$2.50
07/19/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Michael Lotito; PRBK; SEARCH; LNAME: BETTEROADS	1.00	0.10
07/26/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Michael Lotito; PRBK; DOCKET REPORT; 18-00065-LTS FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED	2.00	0.20
07/31/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Michael Lotito; PRBK; IMAGE11-0; 18-00065-LTS DOCUMENT 11-0	2.00	0.20
07/31/18	E106	Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Michael Lotito; PRBK; DOCKET REPORT; 18-00065-LTS FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED	3.00	0.30
<b>Total for E106 - Online Research (Miscellaneous)</b>				<b>\$3.30</b>

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

10/24/18  
Invoice: 1015690  
Page No. 5

### Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<b>Attorneys</b>			
JENNIFER TAYLOR	765.00	1.6	1,224.00
NANCY MITCHELL	1,015.75	0.9	914.18
SUZZANNE UHLAND	1,062.50	0.9	956.25
ELIZABETH L. MCKEEN	807.50	0.9	726.75
PETER FRIEDMAN	871.25	0.5	435.63
DIANA M. PEREZ	739.50	2.0	1,479.00
MICHAEL F. LOTITO	709.75	0.9	638.78
ASHLEY PAVEL	692.75	1.2	831.30
AMALIA Y. SAX-BOLDER	624.75	0.2	124.95
BRETT M. NEVE	624.75	0.9	562.28
JOSEPH L. ROTH	454.75	0.6	272.85
<b>Total for Attorneys</b>		<b>10.6</b>	<b>8,165.97</b>
<b>Total</b>		<b>10.6</b>	<b>8,165.97</b>

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

10/24/18  
Invoice: 1015690  
Page No. 6

### Task Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
JENNIFER TAYLOR	Partner	765.00	1.6	1,224.00
AMALIA Y. SAX- BOLDER	Associate	624.75	0.2	124.95
<b>Total for 005 CASE ADMINISTRATION</b>			<b>1.8</b>	<b>1,348.95</b>
NANCY MITCHELL	Partner	1,015.75	0.9	914.18
SUZZANNE UHLAND	Partner	1,062.50	0.9	956.25
ELIZABETH L. MCKEEN	Partner	807.50	0.9	726.75
PETER FRIEDMAN	Partner	871.25	0.5	435.63
ASHLEY PAVEL	Counsel	692.75	1.2	831.30
MICHAEL F. LOTITO	Counsel	709.75	0.9	638.78
JOSEPH L. ROTH	Associate	454.75	0.6	272.85
BRETT M. NEVE	Associate	624.75	0.9	562.28
<b>Total for 015 PLAN OF ADJUSTMENT</b>			<b>6.8</b>	<b>5,338.02</b>
DIANA M. PEREZ	Counsel	739.50	2.0	1,479.00
<b>Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>			<b>2.0</b>	<b>1,479.00</b>

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
TRANSPORTATION AUTHORITY, ET AL.  
Matter: 0686892-00025

10/24/18  
Invoice: 1015693

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**PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY, ET AL.**

For Professional Services Rendered Through August 31, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
08/08/18	E MCKEEN	REVISE AND COMMENT ON SUMMARY OF PEAJE DECISION FOR CLIENT REVIEW.	0.8
08/08/18	E MCKEEN	REVIEW AND ANALYZE FIRST CIRCUIT PEAJE DECISION.	0.8
08/08/18	P FRIEDMAN	REVIEW FIRST CIRCUIT OPINION (.5); ANALYSIS RE: OPINION (.9).	1.4
08/08/18	A PAVEL	ANALYZE PEAJE APPELLATE DECISION (.6); PREPARE SUMMARY MEMORANDUM TO CLIENT RE: SAME (.7).	1.3
08/09/18	P FRIEDMAN	REVIEW MEMORANDUM RE: [REDACTED]	0.5
08/09/18	A PAVEL	PREPARE MEMORANDUM RE: [REDACTED] (3.1); COMMUNICATE W/ B. NEVE RE: SAME (.4).	3.5
08/10/18	A PAVEL	REVISE MEMORANDUM RE: [REDACTED]	1.1
08/11/18	P FRIEDMAN	REVIEW MEMORANDUM RE: [REDACTED]	0.4
<b>Total Hours</b>			<b>9.8</b>
<b>Total Fees</b>			<b>7,383.12</b>
<b>Total Current Invoice</b>			<b>\$7,383.12</b>

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**Beneficiary:** O'Melveny & Myers LLP, Account No.: #4078-0224  
**Please include client/matter/invoice number and/or attorney name.**



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
TRANSPORTATION AUTHORITY, ET AL.  
Matter: 0686892-00025

10/24/18  
Invoice: 1015693  
Page No. 3

### Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>
<b>Attorneys</b>	
PETER FRIEDMAN	2.3
ELIZABETH L. MCKEEN	1.6
ASHLEY PAVEL	5.9
<b>Total for Attorneys</b>	<b>9.8</b>
<b>Total</b>	<b>9.8</b>

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

11/12/18  
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### HTA TITLE III

For Professional Services Rendered Through September 30, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
<b>001 ASSET ANALYSIS AND RECOVERY</b>			
09/21/18	E RICHARDS	(PUERTO RICO HIGHWAY AUTHORITY) REVIEW [REDACTED] AGREEMENT AND INDENTURE AND OTHER DOCUMENTATION RE: [REDACTED]	3.0
<b>Total</b>	<b>001 ASSET ANALYSIS AND RECOVERY</b>		<b>3.0</b>
<b>002 ASSET DISPOSITION</b>			
09/13/18	N MITCHELL	TELEPHONE CONFERENCE W/ OMM TEAM AND AAFAP RE: [REDACTED]	0.3
09/13/18	S UHLAND	TELEPHONE CONFERENCE W/ M. RODRIGUEZ, G. LORAN, AND N. MITCHELL RE: [REDACTED]	0.3
09/23/18	S UHLAND	COMMUNICATION W/ E. LAPUMA RE: [REDACTED]	0.3
09/25/18	S UHLAND	CONFERENCE W/ G. LORAN AND M. RODRIGUEZ RE: [REDACTED]	0.4
<b>Total</b>	<b>002 ASSET DISPOSITION</b>		<b>1.3</b>
<b>003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS</b>			
09/24/18	E RICHARDS	REVIEW [REDACTED] DOCUMENTS AND FINANCING AGREEMENT RELATING TO AMENDMENTS TO SAME.	0.5
09/25/18	D RAYTIS	REVIEW [REDACTED] DOCUMENTS AND [REDACTED] AGREEMENT RELATING TO AMENDMENTS TO SAME (1.8); CORRESPONDENCE RE: SAME (.2).	2.0
09/26/18	D RAYTIS	REVIEW [REDACTED] AGREEMENTS.	0.8
<b>Total</b>	<b>003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS</b>		<b>3.3</b>
<b>004 BUSINESS OPERATIONS</b>			
09/05/18	M LOTITO	REVISE AND EDIT WORK PLAN RE: RESTRUCTURING STRATEGY.	0.8
09/06/18	M LOTITO	REVIEW SUPPORTING DOCUMENTATION FOR ANSWER TO [REDACTED] (.3); EMAIL TO J. ROCHE (PROSKAUER) RE: SAME (.1).	0.4
09/19/18	M LOTITO	EMAIL TO S. UHLAND RE: [REDACTED]	0.1
09/25/18	V SMITH	REVIEW [REDACTED] FINANCING DOCUMENTS AND [REDACTED] AGREEMENT RELATING TO [REDACTED] TO SAME (1.3); CONSIDER QUESTIONS POSED BY PMA RE: [REDACTED] (.5).	1.8
09/26/18	V SMITH	WORK ON PMA QUESTIONS RE: [REDACTED]	0.8

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By Wire Transfer: Citibank, N.A., NY, ABA # 021000089, SWIFT: CITIUS33  
Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224  
Please include client/matter/invoice number and/or attorney name.

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/28/18	V SMITH	FINISH REVIEW AND ANALYSIS OF PMA QUESTIONS RE: [REDACTED]	1.8
<b>Total</b>	<b>004 BUSINESS OPERATIONS</b>		<b>5.7</b>
<b>005 CASE ADMINISTRATION</b>			
09/04/18	B NEVE	CONFERENCE W/ M. LOTITO RE: HTA WORK PLAN (.1); DRAFT AND REVISE HTA WORK PLAN (.2).	0.3
09/04/18	J TAYLOR	REVIEW PROPOSED HTA EMMA NOTICE; CORRESPOND W/ C. MCCONNIE RE: SAME.	0.1
09/16/18	S UHLAND	REVIEW AND REVISE WORK PLAN (.3); COMMUNICATION W/ E. LA PUMA RE: HTA DILIGENCE (.2).	0.5
09/19/18	A SAX-BOLDER	DRAFT [REDACTED] RE: JUNE 29 FISCAL PLAN (1.2); ANALYZE HTA JUNE 29 FISCAL PLAN RE: SAME (.9).	2.1
<b>Total</b>	<b>005 CASE ADMINISTRATION</b>		<b>3.0</b>
<b>006 CLAIMS ADMINISTRATION AND OBJECTIONS</b>			
09/24/18	D PEREZ	EMAILS W/ D. REICH AND E. LAPUMA RE: HTA LITIGATION CLAIMS.	0.2
<b>Total</b>	<b>006 CLAIMS ADMINISTRATION AND OBJECTIONS</b>		<b>0.2</b>
<b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>			
09/10/18	A SAX-BOLDER	ANALYZE [REDACTED] ISSUES.	0.4
09/21/18	A SAX-BOLDER	REVISE [REDACTED] RE: JUNE 29 FISCAL PLAN.	0.6
09/24/18	S UHLAND	DRAFT AND REVISE [REDACTED]	0.6
09/25/18	I BLUMBERG	REVISE [REDACTED]	0.8
09/25/18	A SAX-BOLDER	ANALYZE ISSUES RE: [REDACTED] (.3); EMAILS W/ E. LAPUMA (A&M) RE: SAME (.3); REVISE [REDACTED] (.8).	1.4
09/26/18	A SAX-BOLDER	REVISE [REDACTED] LETTERS TO REFLECT CHANGES [REDACTED]	0.7
<b>Total</b>	<b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>		<b>4.5</b>
<b>015 PLAN OF ADJUSTMENT</b>			
09/04/18	M LOTITO	DRAFT WORK PLAN FOR RESTRUCTURING STRATEGY.	2.6
09/25/18	M LOTITO	CORRESPOND W/ M. DICONZA RE: RESEARCH ON PLAN STRATEGY.	0.2
<b>Total</b>	<b>015 PLAN OF ADJUSTMENT</b>		<b>2.8</b>
<b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>			
09/03/18	D PEREZ	REVIEW VALDIVIESO STAY MOTION EXTENSION OF TIME.	0.1
09/04/18	D PEREZ	REVIEW FINCA MATILDE STAY MOTION.	0.3
09/10/18	D PEREZ	REVIEW MANDRY MERCADO ORDER (.2); EMAILS W/ I. GARAU AND C. RIVERO RE: SAME (.1).	0.3

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/14/18	D PEREZ	EMAILS W/ C. RIVERO AND S. MA RE: FINCA MATILDE STAY MOTION.	0.3
<b>Total</b>	<b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>		<b>1.0</b>
<b>Total Hours</b>			<b>24.8</b>
<b>Total Fees</b>			<b>18,501.13</b>

**Disbursements**

Other Professionals	\$1,125.00
<b>Total Disbursements</b>	<b>\$1,125.00</b>
<b>Total Current Invoice</b>	<b>\$19,626.13</b>

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<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
07/03/18	E123	CT CORPORATION {DC} - Other Professional Services (Accounts Payable) Other Professional Services (Accounts Payable) - CT CORPORATION {DC} - 18225023RI - - K GROTENRATH - PUERTO RICO HIGHWAY AND TRANSPORTATION AUTHORITY, UCC LIENS, PUERTO RICO, 07/03/18	1.00	\$750.00
07/10/18	E123	CT CORPORATION {DC} - Other Professional Services (Accounts Payable) Other Professional Services (Accounts Payable) - CT CORPORATION {DC} - 18231667RI - - K GROTENRATH - HTA, UCC SEARCH-INTERNATIONAL, PUERTO RICO, 07/10/18	1.00	375.00
Total for E123 - Other Professional Services (Accounts Payable)				\$1,125.00

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### Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<b>Attorneys</b>			
SUZZANNE UHLAND	1,062.50	2.1	2,231.25
DENISE RAYTIS	807.50	2.8	2,261.00
NANCY MITCHELL	1,015.75	0.3	304.73
ERIC A. S. RICHARDS	845.75	3.5	2,960.13
JENNIFER TAYLOR	765.00	0.1	76.50
VALERIE SMITH	705.50	4.4	3,104.20
DIANA M. PEREZ	739.50	1.2	887.40
MICHAEL F. LOTITO	709.75	4.1	2,909.98
AMALIA Y. SAX-BOLDER	624.75	5.2	3,248.71
IRENE BLUMBERG	412.25	0.8	329.80
BRETT M. NEVE	624.75	0.3	187.43
<b>Total for Attorneys</b>		<b>24.8</b>	<b>18,501.13</b>
<b>Total</b>		<b>24.8</b>	<b>18,501.13</b>

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## Task Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
ERIC A. S. RICHARDS	Partner	845.75	3.0	2,537.25
<b>Total for 001 ASSET ANALYSIS AND RECOVERY</b>			<b>3.0</b>	<b>2,537.25</b>
NANCY MITCHELL	Partner	1,015.75	0.3	304.73
SUZZANNE UHLAND	Partner	1,062.50	1.0	1,062.50
<b>Total for 002 ASSET DISPOSITION</b>			<b>1.3</b>	<b>1,367.23</b>
DENISE RAYTIS	Partner	807.50	2.8	2,261.00
ERIC A. S. RICHARDS	Partner	845.75	0.5	422.88
<b>Total for 003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS</b>			<b>3.3</b>	<b>2,683.88</b>
VALERIE SMITH	Counsel	705.50	4.4	3,104.20
MICHAEL F. LOTITO	Counsel	709.75	1.3	922.68
<b>Total for 004 BUSINESS OPERATIONS</b>			<b>5.7</b>	<b>4,026.88</b>
SUZZANNE UHLAND	Partner	1,062.50	0.5	531.25
JENNIFER TAYLOR	Partner	765.00	0.1	76.50
AMALIA Y. SAX-BOLDER	Associate	624.75	2.1	1,311.98
BRETT M. NEVE	Associate	624.75	0.3	187.43
<b>Total for 005 CASE ADMINISTRATION</b>			<b>3.0</b>	<b>2,107.16</b>
DIANA M. PEREZ	Counsel	739.50	0.2	147.90
<b>Total for 006 CLAIMS ADMINISTRATION AND OBJECTIONS</b>			<b>0.2</b>	<b>147.90</b>
SUZZANNE UHLAND	Partner	1,062.50	0.6	637.50
IRENE BLUMBERG	Associate	412.25	0.8	329.80
AMALIA Y. SAX-BOLDER	Associate	624.75	3.1	1,936.73
<b>Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>			<b>4.5</b>	<b>2,904.03</b>
MICHAEL F. LOTITO	Counsel	709.75	2.8	1,987.30
<b>Total for 015 PLAN OF ADJUSTMENT</b>			<b>2.8</b>	<b>1,987.30</b>
DIANA M. PEREZ	Counsel	739.50	1.0	739.50
<b>Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>			<b>1.0</b>	<b>739.50</b>

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